

Kennedy David L  
Form 4  
December 07, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kennedy David L

2. Issuer Name and Ticker or Trading Symbol  
SCIENTIFIC GAMES CORP  
[SGMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
35 EAST 62ND STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/03/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice Chairman

NEW YORK, NY 10065

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	12/03/2010		P		700 A \$ 8.09	10,700	D
Class A Common Stock	12/03/2010		P		4,253 A \$ 8.1	14,953	D
Class A Common Stock	12/03/2010		P		2,901 A \$ 8.11	17,854	D
Class A Common	12/03/2010		P		14,699 A \$ 8.12	32,553	D

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Stock								
Class A Common Stock	12/03/2010		P	9,247	A	\$ 8.13	41,800	D
Class A Common Stock	12/03/2010		P	5,244	A	\$ 8.14	47,044	D
Class A Common Stock	12/03/2010		P	7,700	A	\$ 8.15	54,744	D
Class A Common Stock	12/03/2010		P	1,100	A	\$ 8.16	55,844	D
Class A Common Stock	12/03/2010		P	4,160	A	\$ 8.17	60,004	D
Class A Common Stock	12/03/2010		P	2,100	A	\$ 8.18	62,104	D
Class A Common Stock	12/03/2010		P	2,800	A	\$ 8.19	64,904	D
Class A Common Stock	12/03/2010		P	1,638	A	\$ 8.21	66,542	D
Class A Common Stock	12/03/2010		P	7,558	A	\$ 8.23	74,100	D
Class A Common Stock	12/03/2010		P	900	A	\$ 8.24	75,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own
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Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy David L 35 EAST 62ND STREET NEW YORK, NY 10065	X		Executive Vice Chairman	

## Signatures

/s/ Jack Sarno, attorney-in-fact for David L. Kennedy  
Date: 12/07/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.